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VIDEO SOFTWARE DEALERS ASSOCIATION
and ENTERTAINMENT SOFTWARE ASSOCIATION

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

VIDEO SOFTWARE DEALERS
ASSOCIATION and ENTERTAINMENT
SOFTWARE ASSOCIATION,

Plaintiffs,

vs.

ARNOLD SCHWARZENEGGER, in his official
capacity as Governor of the State of California;
BILL LOCKYER, in his official capacity as
Attorney General of the State of California;
GEORGE KENNEDY, in his official capacity as
Santa Clara County District Attorney, RICHARD
DOYLE, in his official capacity as City Attorney
for the City of San Jose, and ANN MILLER
RAVEL, in her official capacity as County
Counsel for the County of Santa Clara,

Defendants.

CASE NO. C 05-4188 RMW (RS)

DECLARATION OF KATHERINE A.
FALLOW

I, Katherine A. Fallow, hereby declare as follows:

1. I am a partner with the law firm of Jenner & Block LLP, located at 601 13th Street, N.W. Suite 1200, Washington D.C. I am authorized to practice law in the District of Columbia and the State of Massachusetts and am admitted *pro hac vice* in this action. I am counsel of record and one of the attorneys representing Plaintiffs in this matter, Video Software Dealers Association ("VSDA") and Entertainment Software Association ("ESA"). I have personal knowledge of, and could competently testify to, the facts stated below.

2. In the matter of *ESA v. Blagojevich*, 404 F. Supp. 2d 1051 (N. D. Ill 2005), I was one of the attorneys representing ESA. As part of my representation of ESA in that matter, I attended proceedings on November 13, 2005 and November 14, 2005 in the Northern District of Illinois before the Honorable Mathew F. Kennelly. A true and correct copy of the November 13, 2005 transcript hereto as Exhibit A. A true and correct copy of the November 14, 2005 transcript hereto as Exhibit B.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on this 31st day of March, at Washington D.C.

s/s Katherine A. Fallow

Katherine A. Fallow